DORSEY & WHITNEY LLP

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PILLSBURY CENTER SOUTH
220 SOUTH SIXTH STREET
MINNEAPOLIS, MINNESOTA 55402-1498
TELEPHONE: (612) 340-2600
FAX: (612) 340-2868

CLAIRE H. TOPP
(612) 343-8278
FAX (612) 340-8827
topp.claire@dorseylaw.com

BILLINGS
GREAT FALLS
MISSOULA
BRUSSELS
FARGO
HONG KONG
ROCHESTER
SALT LAKE CITY
VANCOUVER

October 26, 2000

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED
7000 0600 0026 9757 9015

Internal Revenue Service
Attn: Extracting Stop 312
201 West Rivercenter Blvd.
Covington, KY 41011

Re: One Jerusalem Ltd.
EIN#: 51-0402204

Dear Madam or Sir:

On behalf of One Jerusalem Ltd., we request that you issue your determination letter advising whether this organization qualifies for exemption under Section 501(a) of the Internal Revenue Code of 1986 (the "Code") as an organization described in Section 501(c)(4) of the Code.

In support of this application, we enclose the following:

(1) Form 2848, Power of Attorney and Declaration of Representative;

(2) Form 8718, User Fee for Exempt Organization Determination Letter Request, along with check #850065, payable to the Internal Revenue Service, in the amount of $500.00;

(4) Form 1024, Application for Recognition of Exemption, including Attachments A, B and C.

If you require any additional information in consideration of this Application, please contact the undersigned. If there is any doubt as to the qualification for exemption, oral conference is requested prior to the issuance of your determination letter.

Thank you for your consideration.

Very truly yours,

Claire H. Topp

CHT:lmm
Enclosures
cc: Jeanine Kemm (w/encl.)
Steven I. Himelstein, Esq. (w/encl.)

Form **2848**
(Rev. December 1997)
Department of the Treasury
Internal Revenue Service

Power of Attorney and Declaration of Representative

▶ See the separate instructions.

OMB No. 1545-0150
For IRS Use Only
Received by:
Name
Telephone
Function
Date

Part I **Power of Attorney** (Please type or print.)

1 Taxpayer information (Taxpayer(s) must sign and date this form on page 2, line 9.)

Taxpayer name(s) and address	Social security number(s)	Employer identification number
One Jerusalem Ltd. 43 Lehigh Court Rockville New York 11570		51-0402204
	Daytime telephone number 212-591-6903	Plan number (if applicable)

hereby appoint(s) the following representative(s) as attorney(s)-in-fact:

2 Representative(s) (Representative(s) must sign and date this form on page 2, Part II.)

Name and address	CAF No. / Telephone No. / Fax No. / Check if new: Address ☐ Telephone No. ☐
Claire Topp 220 South Sixth Street Minneapolis MN 55402	CAF No. Telephone No. (612) 340-8278 Fax No. (612) 340-8827 Check if new: Address ☐ Telephone No. ☐
Name and address	CAF No. Telephone No. Fax No. Check if new: Address ☐ Telephone No. ☐
Name and address	CAF No. Telephone No. Fax No. Check if new: Address ☐ Telephone No. ☐

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters:

3 Tax matters

Type of Tax (Income, Employment, Excise, etc.)	Tax Form Number (1040, 941, 720, etc.)	Year(s) or Period(s)
income	1024	all

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. (See instruction for **Line 4 — Specific uses not recorded on CAF.**) ▶ ☐

5 Acts authorized. The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative unless specifically added below, or the power to sign certain returns (see instruction for **Line 5 — Acts authorized**).

List any specific additions or deletions to the acts otherwise authorized in this power of attorney: _____

Note: *In general, an unenrolled preparer of tax returns cannot sign any document for a taxpayer. See Revenue Procedure 81-38, printed as Pub. 470, for more information.*

Note: *The tax matters partner of a partnership is not permitted to authorize representatives to perform certain acts. See the instructions for more information.*

6 Receipt of refund checks. If you want to authorize a representative named on line 2 to receive, **BUT NOT TO ENDORSE OR CASH,** refund checks, initial here _____ and list the name of that representative below.

Name of representative to receive refund check(s) ▶

7 **Notices and communications.** Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2 unless you check one or more of the boxes below.

a If you want the first representative listed on line 2 to receive the original, and yourself a copy, of such notices or communications, check this box ▶ ☐

b If you also want the second representative listed to receive a copy of such notices and communications, check this box . ▶ ☐

c If you do not want any notices or communications sent to your representative(s), check this box ▶ ☐

8 **Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you **do not** want to revoke a prior power of attorney, check here ▶ ☐
YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

9 **Signature of taxpayer(s).** If a tax matter concerns a joint return, **both** husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

▶ IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.

Allen Roth — Signature | 10/23/2000 — Date | President — Title (if applicable)

Allen Roth — Print Name

Signature | Date | Title (if applicable)

Print Name

Part II Declaration of Representative

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Treasury Department Circular No. 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and
- I am one of the following:
 - a Attorney — a member in good standing of the bar of the highest court of the jurisdiction shown below.
 - b Certified Public Accountant — duly qualified to practice as a certified public accountant in the jurisdiction shown below.
 - c Enrolled Agent — enrolled as an agent under the requirements of Treasury Department Circular No. 230.
 - d Officer — a bona fide officer of the taxpayer's organization.
 - e Full-Time Employee — a full-time employee of the taxpayer.
 - f Family Member — a member of the taxpayer's immediate family (i.e., spouse, parent, child, brother, or sister).
 - g Enrolled Actuary — enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Service is limited by section 10.3(d)(1) of Treasury Department Circular No. 230).
 - h Unenrolled Return Preparer — an unenrolled return preparer under section 10.7(c)(viii) of Treasury Department Circular No. 230.

▶ IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED.

Designation — Insert above letter (a - h)	Jurisdiction (state) or Enrollment Card No.	Signature	Date
a	Minnesota	Claire H Sopa	10/17/00

Form **8718**
(Rev. January 1998)
Department of the Treasury
Internal Revenue Service

User Fee for Exempt Organization Determination Letter Request

▶ Attach this form to determination letter application.
(Form 8718 is NOT a determination letter application.)

For IRS Use Only
Control number _____
Amount paid _____
User fee screener

1 Name of organization
One Jerusalem Ltd.

2 Employer Identification Number
51-0402204

Caution: *Do not attach Form 8718 to an application for a pension plan determination letter. Use Form 8717 instead.*

3 **Type of request**

Fee

a ☐ Initial request for a determination letter for:
- An exempt organization that has had annual gross receipts averaging not more than $10,000 during the preceding 4 years, or
- A new organization that anticipates gross receipts averaging not more than $10,000 during its first 4 years . . . ▶ $150

Note: *If you checked box 3a, you must complete the Certification below.*

Certification

I certify that the annual gross receipts of _____
name of organization
have averaged (or are expected to average) not more than $10,000 during the preceding 4 (or the first 4) years of operation.

Signature ▶ Title ▶

b ☒ Initial request for a determination letter for:
- An exempt organization that has had annual gross receipts averaging more than $10,000 during the preceding 4 years, or
- A new organization that anticipates gross receipts averaging more than $10,000 during its first 4 years ▶ $500

c ☐ Group exemption letters ▶ $500

Instructions

The law requires payment of a user fee with each application for a determination letter. The user fees are listed on line 3 above. For more information, see Rev. Proc. 98-8, 1998-1, I.R.B. 225.

Check the box on line 3 for the type of application you are submitting. If you check box 3a, you must complete and sign the certification statement that appears under line 3a.

Attach to Form 8718 a check or money order payable to the Internal Revenue Service for the full amount of the user fee. If you do not include the full amount, your application will be returned. Attach Form 8718 to your determination letter application.

Send the determination letter application and Form 8718 to:

Internal Revenue Service
P.O. Box 192
Covington, KY 41012-0192

If you are using express mail or a delivery service, send the application and Form 8718 to:

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Extracting Stop 312
Covington, KY 41011

Attach Check or Money Order Here

DORSEY & WHITNEY LLP 220 SOUTH SIXTH STREET, MINNEAPOLIS, MINNESOTA 55402 CHECK NO.: 850065

INVOICE	DATE	INVOICE DESCRIPTION	AMOUNT PAID
L. Miller	10-26-00	21	500.00

CHECK DATE
10/26/00

usbank

Havre, MT 59401

DORSEY & WHITNEY LLP
220 SOUTH SIXTH STREET
MINNEAPOLIS, MINNESOTA 55402

CHECK NO. 850065
93-455/929

CHECK AMOUNT
$******500.00

PAY FIVE HUNDRED AND 00/100 Dollars

TWO SIGNATURES REQUIRED ON CHECK
OVER $200,000.00

TO THE ORDER OF Internal Revenue Service

VOID AFTER SIX MONTHS

⑈850065⑈ ⑆092904554⑆ 150080378934⑈

Form **1024**
(Rev. September 1998)
Department of the Treasury
Internal Revenue Service

Application for Recognition of Exemption Under Section 501(a)

OMB No. 1545-0057

If exempt status is approved, this application will be open for public inspection.

Read the instructions for each Part carefully. **A User Fee must be attached to this application.**
If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to the organization.
Complete the Procedural Checklist on page 6 of the instructions.

Part I. Identification of Applicant (Must be completed by all applicants; also complete appropriate schedule.)
Submit only the schedule that applies to your organization. Do not submit blank schedules.

Check the appropriate box below to indicate the section under which the organization is applying:

- a ☐ Section 501(c)(2) — Title holding corporations (Schedule A, page 7)
- b ☒ Section 501(c)(4) — Civic leagues, social welfare organizations (including certain war veterans' organizations), or local associations of employees (Schedule B, page 8)
- c ☐ Section 501(c)(5) — Labor, agricultural, or horticultural organizations (Schedule C, page 9)
- d ☐ Section 501(c)(6) — Business leagues, chambers of commerce, etc. (Schedule C, page 9)
- e ☐ Section 501(c)(7) — Social clubs (Schedule D, page 11)
- f ☐ Section 501(c)(8) — Fraternal beneficiary societies, etc., providing life, sick, accident, or other benefits to members (Schedule E, page 13)
- g ☐ Section 501(c)(9) — Voluntary employees' beneficiary associations (Parts I through IV and Schedule F, page 14)
- h ☐ Section 501(c)(10) — Domestic fraternal societies, orders, etc., not providing life, sick, accident, or other benefits (Schedule E, page 13)
- i ☐ Section 501(c)(12) — Benevolent life insurance associations, mutual ditch or irrigation companies, mutual or cooperative telephone companies, or like organizations (Schedule G, page 15)
- j ☐ Section 501(c)(13) — Cemeteries, crematoria, and like corporations (Schedule H, page 16)
- k ☐ Section 501(c)(15) — Mutual insurance companies or associations, other than life or marine (Schedule I, page 17)
- l ☐ Section 501(c)(17) — Trusts providing for the payment of supplemental unemployment compensation benefits (Parts I through IV and Schedule J, page 18)
- m ☐ Section 501(c)(19) — A post, organization, auxiliary unit, etc., of past or present members of the Armed Forces of the United States (Schedule K, page 19)
- n ☐ Section 501(c)(25) — Title holding corporations or trusts (Schedule A, page 7)

1a Full name of organization (as shown in organizing document) ONE JERUSALEM, LTD	2 Employer identification number (EIN) (if none, see **Specific Instructions** on page 2) 51-0402204
1b c/o Name (if applicable)	3 Name and telephone number of person to be contacted if additional information is needed
1c Address (number and street) 43 Lehigh Court — Room/Suite	
1d City, town or post office, state, and ZIP + 4. If you have a foreign address, see **Specific Instructions** for Part I, page 2. Rockville Centre, New York 11570	Claire H. Topp (612) 340-8278
1e Web site address www.onejerusalem.org	4 Month the annual accounting period ends December
	5 Date incorporated or formed August 14, 2000

6 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? . . ☐ Yes ☒ No
If "Yes," attach an explanation.

7 Has the organization filed Federal income tax returns or exempt organization information returns? ☐ Yes ☒ No
If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.

8 Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING.

- a ☒ Corporation — Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also attach a copy of the bylaws.
- b ☐ Trust — Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.
- c ☐ Association — Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence that the organization was formed by adoption of the document by more than one person. Also include a copy of the bylaws.

If this is a corporation or an unincorporated association that has not yet adopted bylaws, check here ▶ ☐

PLEASE SIGN HERE

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization, and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

(Signature) — Allen Roth, President (Type or print name and title or authority of signer) — 10/23/2000 (Date)

For Paperwork Reduction Act Notice, see page 5 of the instructions.

ISA
STFFED2181F.1

Part II. Activities and Operational Information (Must be completed by all applicants)

1 Provide a detailed narrative description of all the activities of the organization — past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: **(a)** a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; **(b)** when the activity was or will be initiated; and **(c)** where and by whom the activity will be conducted.

One Jerusalem brings together an international coalition of deeply concerned citizens feeling that they must respond to the danger that Jerusalem could again be divided. The organization was born as a result of the failed Camp David summit, where for the first time since 1967, the re-division ofJerusalem was seriously proposed and considered at the highest diplomatic levels. One Jerusalem will bring together Jews and non-Jews, Israelis, Americans, Europeans, and even Middle Easterners who urgently feel that a new international effort on behalf of Jerusalem must begin. One Jerusalem is a non-partisan effort. It will sponsor an international information campaign. It will make information about Jerusalem available through its website (see attached information). It will build a global e-mail network, and run info-advertisements about Jerusalem.The purpose of the One Jerusalem information campaign will be to make clear to the international community that there is an overwhelming majority of opinion in key nations that oppose re-dividing Jerusalem.

One Jerusalem will conduct research on the historical and political background ofJerusalem (e.g., the territorial integrity of Israel or the Judeo-Christian ethnic make up of it's people). In addition, One Jerusalen will conduct field work. The aim of the field work is to disseminate information regarding Jerusalem. This includes activities like setting up booths in public streets and squares in order to disseminate information to the general public regarding Jerusalem. In addition, One Jerusalem will send out mailings to interested parties and to groups that support the current status of an undivided Jerusalem. One Jerusalem may also take surveys of the general public to measure the attitudes towards Jerusalem. It will publish the results of such surveys on its website, send mailings of the results of such surveys and take other action to make such information available to the general public. One Jerusalem will also host conferences that will discuss the future of Jerusalem. One Jerusalem plans to invite scholars, experts, and government officials from around the world to such conferences, as well as interested citizens of the international community. Finally, One Jerusalem has a satellite office in Jerusalem. The satellite office in Jerusalem has no paid employees, but pays people on a contract basis for projects, (e.g., $10 an hour).

2 List the organization's present and future sources of financial support, beginning with the largest source first.
Contributions from individuals.

Part II. Activities and Operational Information (continued)

3 Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.	b Annual compensation
Allen Roth, Director and President 43 Lehigh Court Rockville Centre, NY 11570	None
Gerard Kassar, Director and Secretary 7521 10th Avenue Brooklyn, NY 11228	None
Julie Subotky, Director and Treasurer 55 West 14th Street, 8F New York, NY 10011	None for director and treasurer functions (note that she will also be an employee and paid $60,000 per year for the executive director functions)

4 If the organization is the outgrowth or continuation of any form of predecessor, state the name of each predecessor, the period during which it was in existence, and the reasons for its termination. Submit copies of all papers by which any transfer of assets was effected.

The organization is not the outgrowth or continuation of any predecessor.

5 If the applicant organization is now, or plans to be, connected in any way with any other organization, describe the other organization and explain the relationship (e.g., financial support on a continuing basis; shared facilities or employees; same officers, directors, or trustees).

The organization is not, and does not plan to be, connected with any other organization.

6 If the organization has capital stock issued and outstanding, state: **(1)** class or classes of the stock; **(2)** number and par value of the shares; **(3)** consideration for which they were issued; and **(4)** if any dividends have been paid or whether your organization's creating instrument authorizes dividend payments on any class of capital stock.

The organization has no capital stock issued or outstanding.

7 State the qualifications necessary for membership in the organization; the classes of membership (with the number of members in each class); and the voting rights and privileges received. If any group or class of persons is required to join, describe the requirement and explain the relationship between those members and members who join voluntarily. Submit copies of any membership solicitation material. Attach sample copies of all types of membership certificates issued.

The organization's members will be its board of directors.

8 Explain how your organization's assets will be distributed on dissolution.

Assets will be distributed to organizations that exclusively further the social welfare purposes of the organization. (see Article VII of the Articles of Incorporation).

Part II. Activities and Operational Information (continued)

9 Has the organization made or does it plan to make any distribution of its property or surplus funds to shareholders or members? ☐ Yes ☒ No

If "Yes," state the full details, including: (1) amounts or value; (2) source of funds or property distributed or to be distributed; and (3) basis or, and authority for, distribution or planned distribution.

10 Does, or will, any part of your organization's receipts represent payments for services performed or to be performed? ☐ Yes ☒ No

If "Yes," state in detail the amount received and the character of the services performed or to be performed.

11 Has the organization made, or does it plan to make, any payments to members or shareholders for services performed or to be performed? ☐ Yes ☒ No

If "Yes," state in detail the amount paid, the character of the services, and to whom the payments have been, or will be, made. The executive director, who is also a member of the Board of Directors, will be paid a salary for her services as executive director. Under the Articles of Incorporation, directors of the organization are also members of the organization for so long as they are directors.

12 Does the organization have any arrangement to provide insurance for members, their dependents, or others (including provisions for the payment of sick or death benefits, pensions, or annuities)? ☐ Yes ☒ No

If "Yes," describe and explain the arrangement's eligibility rules and attach a sample copy of each plan document and each type of policy issued.

13 Is the organization under the supervisory jurisdiction of any public regulatory body, such as a social welfare agency, etc.? ☐ Yes ☒ No

If "Yes," submit copies of all administrative opinions or court decisions regarding this supervision, as well as copies of applications or requests for the opinions or decisions.

14 Does the organization now lease or does it plan to lease any property? ☒ Yes ☐ No

If "Yes," explain in detail. Include the amount of rent, a description of the property, and any relationship between the applicant organization and the other party. Also, attach a copy of any rental or lease agreement. (If the organization is a party, as a lessor, to multiple leases of rental real property under similar lease agreements, please attach a single representative copy of the leases.)

The organization plans to rent space from an unrelated party, but has not yet found suitable space. The organization expects that it will be required to pay $50,000 per year for such space, which will be fair market value.

15 Has the organization spent or does it plan to spend any money attempting to influence the selection, nomination, election, or appointment of any person to any Federal, state, or local public office or to an office in a political organization? ☐ Yes ☒ No

If "Yes," explain in detail and list the amounts spent or to be spent in each case.

16 Does the organization publish pamphlets, brochures, newsletters, journals, or similar printed material? ☒ Yes ☐ No

If "Yes," attach a recent copy of each.

The organization will publish information on its website, www.onejerusalem.org.

Part III. Financial Data (Must be completed by all applicants) See attachment C

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A. Statement of Revenue and Expenses

Revenue	(a) Current Tax Year From ____ To	3 Prior Tax Years or Proposed Budget for Next 2 Years (b) ____	(c) ____	(d) ____	(e) Total
1 Gross dues and assessments of members					
2 Gross contributions, gifts, etc.					
3 Gross amounts derived from activities related to the organization's exempt purpose (attach schedule) (Include related cost of sales on line 9.)					
4 Gross amounts from unrelated business activities (attach schedule)					
5 Gain from sale of assets, excluding inventory items (attach schedule)					
6 Investment income (see page 3 of the instructions)					
7 Other revenue (attach schedule)					
8 Total revenue (add lines 1 through 7)					
Expenses					
9 Expenses attributable to activities related to the organization's exempt purposes					
10 Expenses attributable to unrelated business activities					
11 Contributions, gifts, grants, and similar amounts paid (attach schedule)					
12 Disbursements to or for the benefit of members (attach schedule)					
13 Compensation of officers, directors, and trustees (attach schedule)					
14 Other salaries and wages					
15 Interest					
16 Occupancy					
17 Depreciation and depletion					
18 Other expenses (attach schedule)					
19 Total expenses (add lines 9 through 18)					
20 Excess of revenue over expenses (line 8 minus line 19)					

B. Balance Sheet (at the end of the period shown)

Assets		Current Tax Year as of ____
1 Cash	1	
2 Accounts receivable, net	2	
3 Inventories	3	
4 Bonds and notes receivable (attach schedule)	4	
5 Corporate stocks (attach schedule)	5	
6 Mortgage loans (attach schedule)	6	
7 Other investments (attach schedule)	7	
8 Depreciable and depletable assets (attach schedule)	8	
9 Land	9	
10 Other assets (attach schedule)	10	
11 **Total assets**	11	
Liabilities		
12 Accounts payable	12	
13 Contributions, gifts, grants, etc., payable	13	
14 Mortgages and notes payable (attach schedule)	14	
15 Other liabilities (attach schedule)	15	
16 **Total liabilities**	16	
Fund Balances or Net Assets		
17 Total fund balances or net assets	17	
18 **Total liabilities and fund balances or net assets** (add line 16 and line 17)	18	

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation. ▶ ☐

Schedule B **Organizations described in Section 501(c)(4) (Civic leagues, social welfare organizations (including posts, councils, etc., of veterans' organizations not qualifying or applying for exemption under section 501(c)(19)) or local associations of employees.)**

1 Has the Internal Revenue Service previously issued a ruling or determination letter recognizing the applicant organization (or any predecessor organization listed in question 4, Part II of the application) to be exempt under section 501(c)(3) and later revoked that recognition of exemption on the basis that the applicant organization (or its predecessor) was carrying on propaganda or otherwise attempting to influence legislation or on the basis that it engaged in political activity? ☐ Yes ☒ No

If "Yes," indicate the earliest tax year for which recognition of exemption under section 501(c)(3) was revoked and the IRS district office that issued the revocation.

2 Does the organization perform or plan to perform (for members, shareholders, or others) services, such as maintaining the common areas of a condominium; buying food or other items on a cooperative basis; or providing recreational facilities or transportation services, job placement, or other similar undertakings? ☐ Yes ☒ No

If "Yes," explain the activities in detail, including income realized and expenses incurred. Also, explain in detail the nature of the benefits to the general public from these activities. (If the answer to this question is explained in Part II of the application (pages 2, 3, and 4), enter the page and item number here.)

3 If the organization is claiming exemption as a homeowners' association, is access to any property or facilities it owns or maintains restricted in any way? ☐ Yes ☒ No

If "Yes," explain.

4 If the organization is claiming exemption as a local association of employees, state the name and address of each employer whose employees are eligible for membership in the association. If employees of more than one plant or office of the same employer are eligible for membership, give the address of each plant or office.

The organization is not claiming exemption as a local association of employees.

Attachment A

One Jerusalem, Ltd.
43 Lehigh Court
Rockville, New York 11570
EIN 51-0402204

ATTACHMENT A TO FORM 1023

Articles of Incorporation

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "JERUSALEM FORUM LTD.", CHANGING ITS NAME FROM "JERUSALEM FORUM LTD." TO "ONE JERUSALEM LTD.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF AUGUST, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

Edward J. Freel, Secretary of State

3274596 8100

001419960

AUTHENTICATION: 0627713

DATE: 08-18-00

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

JERUSALEM FORUM LTD.

(The corporation has not received payment of stock.)

The undersigned, Martin Pomerance, being the sole incorporator of Jerusalem Forum Ltd., a non-profit corporation organized and existing under the laws of the State of Delaware, on behalf of said corporation, hereby certifies as follows:

FIRST: That the name of the corporation (hereinafter the "Corporation") is Jerusalem Forum Ltd. and the Corporation was organized on August 14, 2000.

SECOND: That the Certificate of Incorporation of the Corporation as in effect on the date hereof is hereby amended and restated to read in its entirety as set forth on Exhibit A hereto.

THIRD: That the Corporation has not yet appointed any officers or directors or admitted any members.

FOURTH: That said Amended and Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 103, 107, 241 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have executed this Certificate this 18th day of August, 2000.

Martin Pomerance
Authorized Person and Sole Incorporator

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/18/2000
001419960 – 3274596

EXHIBIT A

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

ONE JERUSALEM LTD.

FIRST: The name of the corporation is One Jerusalem Ltd. (hereinafter referred to as the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, Wilmington, New Castle County, Delaware 19805. The name of the registered agent of the Corporation at such address is the Corporation Service Company.

THIRD: The Corporation is a nonprofit organization organized and operated exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 (the "Code"), including, without limitation, for the purpose of promoting public education on issues relating to the history and future of Jerusalem.

FOURTH: The Corporation shall have the authority to exercise all of the powers as now are, or may hereafter be, conferred by law upon a corporation not organized for profit and organized without authority to issue capital stock under the provisions of the General Corporation Law of the State of Delaware, provided that the exercise of any such powers shall be in furtherance of any one or more of the purposes set forth in Article THIRD.

FIFTH: Notwithstanding any other provision herein, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from Federal income taxation under I.R.C. § 501(c)(4).

SIXTH: This Corporation shall not, directly or indirectly, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to its members, directors or officers, and no part of the net income or earnings of the Corporation shall, directly or indirectly, inure to the benefit of any member, director or officer of the Corporation or any other person having a personal and private interest in the activities of the Corporation, except that reasonable compensation may be paid for services rendered and payments and distributions may be made in furtherance of the purposes set forth in Article THIRD hereof, and no member, director or officer of the Corporation, nor any private individual, firm, corporation or association, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

SEVENTH: Upon the dissolution of the Corporation, its Board of Directors, after making provision for the payment of all of the liabilities of the Corporation, shall arrange for either the direct distribution of all of the assets of the Corporation for the tax-exempt purposes of the Corporation (as set forth in Article THIRD herein), or distribution to one or more organizations which then qualify for exemption under the provisions of I.R.C. § 501(a) as an organization described in I.R.C. § 501(c)(3) of §501(c)(4) and the Treasury Regulations promulgated thereunder.

EIGHTH: No part of the activities of the Corporation shall be, directly or indirectly, participating in or intervening in any political campaign on behalf of or in opposition to any candidate for public office.

NINTH: The Corporation shall be a membership corporation and shall have no authority to issue capital stock. The Members of the Corporation shall consist solely and exclusively of the Directors thereof, who shall be nominated and elected by the Incorporator immediately upon the organization of the Corporation and who shall act as the Members and Directors of the Corporation until the election of their successors as provided in the By-Laws of the Corporation.

TENTH: Pursuant to Section 141(j) of the General Corporation Law of the State of Delaware, the By-Laws of the Corporation may provide for the management of the business and affairs of the Corporation in a manner different from that provided in Section 141 of said law.

ELEVENTH: The personal liability of the Members and Directors to the Corporation or its Membership is hereby eliminated to the fullest extent permitted by Section 102(b)(7) of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

TWELFTH: All references herein to "I.R.C." and "Code" shall mean the Internal Revenue Code of 1986 and shall be deemed to include both amendments thereto and statutes which succeed such provisions (i.e., the corresponding provisions of future Federal tax laws).

THIRTEENTH: The name and address of the incorporator are as follows:

Name	Address
Martin Pomerance	Dorsey & Whitney LLP 250 Park Avenue New York, NY 10177

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "JERUSALEM FORUM LTD.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF AUGUST, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0619932

DATE: 08-15-00

3274596 8100

001412136

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/14/2000
001412136 – 3274596

CERTIFICATE OF INCORPORATION

OF

JERUSALEM FORUM LTD.

The undersigned incorporator, for the purpose of forming a non-profit, non-stock corporation pursuant to the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: The name of the corporation is Jerusalem Forum Ltd. (hereinafter referred to as the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, Wilmington, New Castle County, Delaware 19805. The name of the registered agent of the Corporation at such address is the Corporation Service Company.

THIRD: The Corporation is a nonprofit organization organized and operated exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 (the "Code"), including, without limitation, for the purpose of promoting public education on issues relating to the history and future of Jerusalem.

FOURTH: The Corporation shall have the authority to exercise all of the powers as now are, or may hereafter be, conferred by law upon a corporation not organized for profit and organized without authority to issue capital stock under the provisions of the General Corporation Law of the State of Delaware, provided that the exercise of any such powers shall be in furtherance of any one or more of the purposes set forth in Article THIRD.

FIFTH: Notwithstanding any other provision herein, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would

invalidate its status as a corporation that is exempt from Federal income taxation under I.R.C. § 501(c)(4).

SIXTH: This Corporation shall not, directly or indirectly, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to its members, directors or officers, and no part of the net income or earnings of the Corporation shall, directly or indirectly, inure to the benefit of any member, director or officer of the Corporation or any other person having a personal and private interest in the activities of the Corporation, except that reasonable compensation may be paid for services rendered and payments and distributions may be made in furtherance of the purposes set forth in Article THIRD hereof, and no member, director or officer of the Corporation, nor any private individual, firm, corporation or association, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

SEVENTH: Upon the dissolution of the Corporation, its Board of Directors, after making provision for the payment of all of the liabilities of the Corporation, shall arrange for either the direct distribution of all of the assets of the Corporation for the tax-exempt purposes of the Corporation (as set forth in Article THIRD herein), or distribution to one or more organizations which then qualify for exemption under the provisions of I.R.C. § 501(a) as an organization described in I.R.C. § 501(c)(3) of §501(c)(4) and the Treasury Regulations promulgated thereunder.

EIGHTH: No part of the activities of the Corporation shall be, directly or indirectly, participating in or intervening in any political campaign on behalf of or in opposition to any candidate for public office.

NINTH: The Corporation shall be a membership corporation and shall have no authority to issue capital stock. The Members of the Corporation shall consist solely and exclusively of

the Directors thereof, who shall be nominated and elected by the Incorporator immediately upon the organization of the Corporation and who shall act as the Members and Directors of the Corporation until the election of their successors as provided in the By-Laws of the Corporation.

TENTH: Pursuant to Section 141(j) of the General Corporation Law of the State of Delaware, the By-Laws of the Corporation may provide for the management of the business and affairs of the Corporation in a manner different from that provided in Section 141 of said law.

ELEVENTH: The personal liability of the Members and Directors to the Corporation or its Membership is hereby eliminated to the fullest extent permitted by Section 102(b)(7) of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

TWELFTH: All references herein to "I.R.C." and "Code" shall mean the Internal Revenue Code of 1986 and shall be deemed to include both amendments thereto and statutes which succeed such provisions (i.e., the corresponding provisions of future Federal tax laws).

THIRTEENTH: The name and address of the incorporator are as follows:

Name	Address
Martin Pomerance	Dorsey & Whitney LLP 250 Park Avenue New York, NY 10177

IN WITNESS WHEREOF, I, the incorporator, have executed and signed this certificate this 14th day of August, 2000, and affirm that the same is my act and deed and that the statements herein are true under the penalties of perjury.

Martin Pomerance
Incorporator

Attachment B

One Jerusalem, Ltd.
43 Lehigh Court
Rockville, New York 11570
EIN 51-0402204

ATTACHMENT B TO FORM 1023

Bylaws

The undersigned, the duly-elected President of the One Jerusalem, Ltd, a nonprofit organization, hereby certifies that the attached document, entitled "Bylaws," is a complete and accurate certified copy of the Bylaws of this corporation.

Dated: ~~October 23, 200~~2000

Allen Roth, President

BY-LAWS

OF

ONE JERUSALEM LTD.

(A Delaware Non-Profit Non-Stock Corporation)

(the "Corporation")

ARTICLE I

OFFICES

Section 1.1. Principal Office. The initial principal office of the Corporation shall be located in the City of New York, County of New York, and State of New York.

Section 1.2. Other Offices. In addition, the Corporation may have offices at such other places as the Board of Directors may from time to time determine.

ARTICLE II

MEMBERSHIP

Section 2.1. Members.

As provided in the Certificate of Incorporation of the Corporation, the members of the Corporation (the "Members") shall consist solely and exclusively of the directors of the Corporation from time to time. No Member shall receive any compensation of any kind whatsoever in his or her capacity as a Member.

Section 2.2. Quorum and Voting.

(a) Quorum. A majority of the Member present in person or by proxy shall constitute a quorum at any meeting of the Corporation.

(b) Voting. Each Member shall have one vote. Unless explicitly set forth otherwise in these By-Laws, or as otherwise required by Delaware law, all votes, resolutions, and other

actions of the Members shall be by a majority vote of the Members present at a meeting at which there is a quorum.

Section 2.3. Annual Meetings of the Members. There shall be an annual meeting of the Members for the election of Directors and for the transaction of such other business as may be presented to the Secretary no less than ten (10) days in advance by formal resolution of the Board of Directors or by a majority of the Members. The annual meeting shall be held at such place, date and time, as the Board of Directors shall set.

Section 2.4. Special Meetings of the Members. Special meetings, for any purpose or purposes, of the Members may be called in writing by the Secretary upon the written request of a majority of the Members. The notice for such meeting shall state the purpose or purposes thereof and indicate at whose request the meeting is being called.

Section 2.5. Notice of Meetings of the Members. Written notice of any meeting, stating the place, date, time and, if such meeting is a special meeting, the purpose thereof, shall be served personally or by facsimile, special delivery mail, express mail, or the substantial equivalent thereof, and shall be given at least ten (10) but no more than sixty (60) days before the date of the meeting. Unless served personally, the notice shall be directed to each Member at his or her address or facsimile number as it shall appear on the records of the Corporation, or to such other address or facsimile number as such Member shall have designated in writing. All meeting notices shall be given by, or at the direction of, the Secretary.

Section 2.6. Waiver of Notice. Notice of a meeting need not be given to any Member who submits a signed waiver of notice whether before or after the meeting or if such Member attends the meeting and does not protest the lack of notice in writing prior to the conclusion of the meeting.

Section 2.7. Action by Consent Without Meeting. Whenever any action of the Members is required or permitted to be taken by vote, such action may be taken without a meeting if a majority of the Members consent in writing to the adoption of a resolution authorizing the action. Any such resolution and the written consents thereto by the Members shall be filed by the Secretary with the minutes of the proceedings of the Members. The Secretary shall provide prompt written notice of any such action to any Member who did not consent in writing thereto.

Section 2.8. Telephone Participation. Any one or more Members of the Corporation may participate in a meeting of the Members by means of a conference telephone call or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting for purposes of fulfilling the quorum requirements of Section 2.2.

Section 2.9. Electronic Notices. Any provision herein to the contrary notwithstanding, (i) meetings of Members and meetings of Directors and notices thereof authorized herein may be held or given, as the case may be, via any electronic means, including (without limitation) the Internet, as may be designated from time to time by the Directors; (ii) minutes of such meetings may be recorded, maintained and stored either in writing or via any electronic means, including (without limitation) the Internet, as may be designated from time to time by the Directors; and (iii) subject to Section 232 of the General Corporation Law of the State of Delaware, notices of meetings of Members and notices of meetings of Directors may be given by electronic transmission if so authorized by the Directors.

ARTICLE III

DIRECTORS

Section 3.1. General Powers and Duties. The affairs of the Corporation shall be managed and administered by or under the direction of its Board of Directors. The initial Directors shall be appointed by the Incorporator to serve until the first annual meeting of Members or until their earliest resignation or removal. Thereafter, Directors shall be elected by a majority vote of the Members.

Section 3.2. Number and Qualifications of Directors. The number of Directors constituting the entire Board of Directors shall be at least two (2) and no more than seven (7), which number within that range shall be fixed by resolution of the Members. The initial number of Directors is two (2).

Section 3.3. Election and Term of Office.

(a) At every annual meeting of the Members, the Members shall elect Directors for a one-year term. Vacancies among Directors occurring on the Board of Directors for any reason may be filled for the unexpired portion of the term by a majority vote of the remaining Members. Upon any change in the composition of the Board of Directors, the composition of the Members shall automatically change to consist solely and exclusively of those persons then serving as Directors.

(b) Each Director shall continue in office until the election of Directors at the annual meeting and until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation or removal.

Section 3.4. Resignation and Removal. A Director may resign at any time by giving written notice to the Secretary. Unless otherwise specified in the resignation notice, such resignation

shall take effect upon receipt by the Secretary, and acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed at any time, with or without cause, by a majority vote of the Members.

Section 3.5. Quorum and Voting.

(a) Quorum. At all meetings of the Board of Directors, a majority of the Board of Directors shall constitute a quorum for the transaction of business.

(b) Voting. Each Director shall have one vote. Unless explicitly set forth otherwise in these By-Laws, or as otherwise required by Delaware law, all votes, resolutions and other actions of the Board of Directors shall be by a majority vote of the Directors present in person or as otherwise permitted herein at a meeting at which there is a quorum.

Section 3.6. Annual Meetings. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the Members upon notice as provided in Section 3.10 hereof.

Section 3.7. Regular Meetings. Regular meetings of the Board of Directors may be held upon such notice (as provided in Section 3.10 hereof), at such place, date, and time as shall from time to time be determined by the Secretary on behalf of the Members.

Section 3.8. Special Meetings. Special meetings of the Board of Directors may be called by the Secretary at the request of Directors constituting a majority of the entire Board of Directors. Such meetings shall be called on not less than five (5) days notice to each Director (as provided in Section 3.10 hereof).

Section 3.9. Adjourned Meetings. A majority of the Board of Directors present at a meeting of the Board, whether or not a quorum is present, may adjourn such meeting to another date, time

and place, provided that notice of such adjournment shall be given by the Secretary to all Directors.

Section 3.10. Notice of Meetings. Written or electronic notice of any meeting, stating the place, date, time and, if such meeting is a regular or special meeting, the purpose thereof, shall be served personally or by the Internet or by facsimile, special delivery mail, express mail or the substantial equivalent thereof, and shall be given at least five (5) but no more than sixty (60) days before the date of the meeting. Unless served personally, the notice shall be directed to each Director at his or her address or facsimile or e-mail number as it shall appear on the records of the Corporation, or to such other address or facsimile or e-mail number as such Director shall have designated in writing. All meeting notices shall be given by, or at the direction of, the Secretary and may be delivered electronically, as provided in Section 2.9 hereof.

Section 3.11. Waiver of Notice. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or if such Director attends the meeting and does not protest the lack of notice in writing prior to the conclusion of the meeting. Waiver of notice shall include the business to be transacted at, and the purpose of, the meeting. If mailed, the waiver of notice shall be given when deposited in the mail, postage prepaid and sent to the Secretary.

Section 3.12. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors consent in writing to the adoption of a resolution authorizing the action. Any such resolution and the written consents thereto by the members of the Board of Directors shall be filed by the Secretary with the minutes of the proceedings of the Board of Directors.

Section 3.13. Telephone and Electronic Participation. Any one or more members of the Board of Directors may participate in a meeting of the Board of Directors by means of a conference telephone call or similar electronic communications equipment allowing all persons participating in the meeting to be informed at the same time. Participation by any such means shall constitute presence in person at a meeting.

Section 3.14. Compensation. The Directors of the Corporation shall serve without compensation for their services as Directors. The Corporation shall reimburse each member of the Board of Directors for his or her reasonable expenses of attendance at any meeting of the Board of Directors or committee of the Corporation.

ARTICLE IV

OFFICERS

Section 4.1. Officers; Election; Term.

(a) The officers of the Corporation shall be a President, a Secretary and a Treasurer, and such other officers, including, but not limited to one or more Vice-Presidents, with powers and duties not inconsistent with these By-Laws as the Board may from time to time elect. Officers may but need not be, Directors. Any two or more offices may be held by the same person except the offices of President and Secretary.

(b) The officers of the Corporation shall be elected at the annual meeting of Directors. All officers of the Corporation shall hold their offices for such terms, shall exercise such powers and shall perform such duties as shall be provided in or pursuant to these By-Laws or, to the extent not so provided, as shall be determined from time to time by the Directors. Each officer shall hold his or her office until his or her successor is elected and qualified or until his or her earlier death, resignation or removal.

Section 4.2. Resignation or Removal of Officers. Any officer may resign at any time by giving written notice to the Secretary, or in the case of resignation by the Secretary, to the President, who shall notify the Directors of such resignation. Unless otherwise specified in the resignation notice, such resignation shall take effect upon its receipt by the Secretary, and acceptance of such resignation shall not be necessary to make it effective. Any officer of the Corporation may be removed at any time with or without cause by vote of the Directors. Any vacancy occurring in regard to an office of the Corporation, whether due to death, resignation or removal, or any other cause, may be filled by vote of the Directors.

Section 4.3. Execution of Documents. Officers of the Corporation, as may be authorized by the Board of Directors, may enter into and execute on behalf of the Corporation contracts, leases, debt obligations, and all other forms of agreements or instruments, whether under seal or otherwise, permitted by law, the Certificate of Incorporation or these By-Laws.

Section 4.4. President. The President shall have general active management of the business of the Corporation. The President shall preside at all meetings of the Members and Directors. The President shall be the chief executive officer of the Corporation and shall see that all orders and resolutions of the Directors are carried into effect. The President may execute and deliver in the name of the Corporation any contracts or other instruments pertaining to the business of the Corporation and in general shall perform all duties usually incident to the office of the president. The President shall have such other duties as may, from time to time, be prescribed by the Board of Directors.

Section 4.5. Vice-Presidents. The Corporation may have one or more Vice-Presidents, who shall have such powers and shall perform such duties as may from time to time be assigned to him or her by the Board of Directors.

Section 4.6. Secretary. The Secretary shall be responsible for keeping an accurate record of the proceedings of all meetings of the Board of Directors, and such other actions of the Corporation as set forth in these By-Laws or as the Board of Directors shall direct. The Secretary shall give or cause to be given all notices in accordance with these By-Laws or as required by law, and, in general, perform all duties customary to the office of secretary. He or she shall have custody of the corporate seal of the Corporation. In the absence of the Secretary, any Assistant Secretary shall have the authority to affix the seal of the Corporation to any instrument requiring it and to attest to the affixing by his or her signature.

Section 4.7. Treasurer.

(a) The Treasurer shall perform or be responsible for all duties customary to the office of treasurer, shall have responsibility for the custody of and be responsible for all corporate funds and securities, and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in the books of the Corporation. He or she shall deposit or cause to be deposited all monies or other valuable effects in the account of the Corporation in such depositories as shall be selected by the Finance Committee.

(b) The Treasurer shall disburse or cause to be disbursed the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render or cause to be rendered to the Board of Directors at regular meetings of the Board or when the Board of Directors, so require, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation. Any Member or Director shall have the right to examine the Corporation's books and records as provided in Section 220 of the Delaware General Corporation Law.

Section 4.8. Other Agents. The Board of Directors, by a majority vote of the Directors, as defined in Section 3.5(b) of these By-Laws may appoint from time to time such agents as it shall deem appropriate. Each such agent shall hold office at the pleasure of the Board of Directors. The agents so appointed shall have such authority, shall perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

Section 4.9. Compensation. The Corporation may pay its officers, agents and employees compensation commensurate with their services, and reimbursement for reasonable expenses incurred in the performance of their duties. The amount of salary, if any, paid to each officer shall be fixed by action of the Board of Directors or in such other manner as the Board of Directors shall prescribe.

ARTICLE V

COMMITTEES

Section 5.1. Creation; Compensation. (a) The Board of Directors may authorize the creation of one or more standing committees and shall designate the committee members and the Chairman thereof. Any standing committee designated as herein provided, to the extent set forth in the resolution, may exercise all the powers and authority of the Board of Directors, provided, however, that no standing committee shall have the power or authority to (i) amend the Certificate of Incorporation or amend, repeal or adopt new By-Laws of the Corporation, (ii) fill vacancies in the Board of Directors or in any committee, (iii) submit to the Membership any action requiring approval of the Membership, or (iv) amend or repeal any resolution of the Board of Directors which by its terms shall not be subject to amendment or repeal. Each standing committee (and the members thereof) shall serve at the pleasure of the Board of Directors and shall keep minutes of its meetings and report the same to the Board of Directors. The designation of any committee and the delegation of authority thereto shall not alone relieve any Director of his or her duty to the Corporation.

(b) In addition to the foregoing, the Board of Directors may authorize the creation of one or more special committees as it shall deem desirable. The members of such special committees and the Chairman thereof shall be chosen by a vote of the Directors. Special committees shall have only the powers specifically delegated to them by the Board of Directors and in no case shall have powers which are not authorized for standing committees in Section 5.1(a).

(c) The members of committees who also are Directors shall serve without compensation. The compensation, if any, of committee members who are not also Directors shall be as determined by vote of the Directors. Committee members, whether Directors or not, may be reimbursed for reasonable expenses incurred in attending committee meetings.

Section 5.2. Meetings and Actions of Committees.

(a) Meetings. The Chairman of each committee shall notify each committee member in writing of the date, time and place of a meeting, in accordance with the notice requirements set forth in Section 3.10 of these By-Laws.

(b) Quorum. At all committee meetings, a majority of committee members present in person shall constitute a quorum.

(c) Voting. Each committee member shall have one vote, and a majority vote of the committee members present at a meeting at which there is a quorum shall constitute action by the committee.

(d) Telephone Participation. Any one or more members of a committee may participate in a committee meeting by means of a conference telephone call or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person.

(e) Action Without A Meeting. Any action required or permitted to be taken by a committee may be taken without a meeting if all members of the committee consent in writing to the adoption of a resolution authorizing the action.

(f) Adjourned Meetings. A majority of committee members present at a committee meeting, whether or not a quorum is present, may adjourn such meeting to another date, time and place, provided that notice of such adjournment shall be given by the Chairman of the committee to all committee members.

ARTICLE VI

INDEMNIFICATION

Section 6.1. Authorization. The Corporation shall indemnify each Member, as described in Article II hereof; each Director, as described in Article III hereof; each of its officers, as described in Article IV hereof; its Executive Director (if any); each other committee member, as described in Article V hereof; and each employee or agent of the Corporation designated for indemnification by the Board (hereinafter all referred to more generally as "Directors and officers"), who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, whether or not brought by or in the right of the Corporation, in a manner and to the fullest extent now or hereafter permitted by the General Corporation Law of the State of Delaware, provided that such Director or officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The determination that indemnification of a Director or officer is proper because he or she has met

the applicable standard of conduct set forth in the prior sentence shall be made by a majority vote of the Members who are not parties to such action, suit or proceeding.

Section 6.2. Applicability. Every reference in this Article VI to Directors and officers of the Corporation shall include every Director and officer thereof or former Director and officer thereof. The right of indemnification herein provided for shall be in addition to any and all rights to which any Director or officer of the Corporation otherwise might be entitled, and the provisions hereof shall neither impair nor adversely affect such rights.

Section 6.3. Indemnity Insurance. The Corporation may purchase and maintain insurance to indemnify the Corporation for any indemnities paid by it pursuant to this Article VI and to indemnify Directors and officers in instances in which they may be indemnified by the Corporation pursuant to this Article VI, to the fullest extent now or hereafter permitted by the General Corporation Law of the State of Delaware.

ARTICLE VII

GENERAL PROVISIONS

Section 7.1. Corporate Seal. The corporate seal shall be circular in form and have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal" and "Delaware". The seal shall be in the charge of the Secretary. If and when so directed by the Board of Directors or the President, a duplicate of the seal may be kept and used by the Secretary or attorney of the Corporation. The seal may be used by causing it or a facsimile to be affixed or impressed or reproduced in any other manner.

Section 7.2. Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless otherwise determined by resolution of the Board of Directors.

Section 7.3. General and Special Bank Accounts, Checks. The Board of Directors may authorize, from time to time, the opening and keeping of general and special bank accounts with such banks, trust companies or other depositories as the Board of Directors may designate or as may be designated by any officer or officers of the Corporation to whom such power of designation may be delegated by the Board of Directors from time to time. The Board of Directors may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these By-Laws, as it may deem expedient. All checks, drafts, or other orders for the payment of money shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 7.4. Financial Statements. To the extent required by applicable law, the Board of Directors shall cause the accounts of the Corporation to be audited by an independent public accounting firm. A full statement of the Corporation's finances, including, if applicable, the letter to management from independent accountants, shall be submitted to each Member and Director of the Corporation prior to the annual meetings of the Membership and of the Board of Directors.

Section 7.5. Contributions. The Board of Directors, the President, or other proper officers, if so authorized by the Board of Directors, may accept or refuse on behalf of the Corporation any contribution, bequest or devise for the purposes of the Corporation.

Section 7.6. Waiver. Whenever a notice is required to be given by any provision of law, by these By-Laws or by the Certificate of Incorporation, a waiver thereof in writing, whether before or after the time stated therein, shall be deemed equivalent to such notice.

Section 7.7. Tax Status. Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation

exempt from Federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended.

Section 7.8. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

ARTICLE VIII

AMENDMENTS

Section 8.1. By-Laws. Except as otherwise provided by statue, or permitted by the Corporation's Certificate of Incorporation, these By-Laws may be ratified, amended or repealed, and any new By-Laws may be adopted only by a majority vote of the Members.

Section 8.2. Certificate of Incorporation. Subject to the requirements of Delaware law and any relevant provisions of the Corporation's Certificate of Incorporation, the Certificate of Incorporation may be amended only by a majority vote of the Members.

Attachment C

One Jerusalem, Ltd.
43 Lehigh Court
Rockville, New York 11570
EIN 51-0402204

ATTACHMENT C TO FORM 1023

Budget

The estimated expenses of One Jerusalem, Ltd. for the current year and two following years is as follows:

	2000	2001	2002
Website Development and Maintenance	$ 80,000	$ 20,000	$ 20,000
Compensation for Services			
Research	50,000	50,000	25,000
Field Work	30,000	30,000	30,000
Scholarly Articles	25,000	25,000	25,000
Executive Director	60,000	65,000	70,000
Jerusalem Office Personnel[1/]	180,000	180,000	180,000
Conferences and Seminars[2/]	50,000	50,000	50,000
Rent	64,400	64,400	64,400
Administrative Equipment and Supplies	48,500	6,000	7,000
Attorney and Accountant Fees	5,000	3,000	4,500
Total	$592,900	$493,400	$475,900

The estimated receipts of One Jerusalem, Ltd. for the current year and two following years is as follows:

	2000	2001	2002
Grants and Contributions	$ 581,000	$ 534,000	$ 541,500
Total	$ 581,000	$ 534,000	$ 541,500
Income/(Loss)	$ 0	$ 0	$ 0

1/ Compensation for Russian, French and Hebrew translators, manager of the content on the website, an officer manager, and the Director of the Jerusalem.

2/ Hall rental expenses, speaker expenses (including travel, lodging, speaker fees), copying expenses of materials distributed at conferences.



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We believe that Jerusalem, under the sovereignty of the State of Israel is as free and open a city as any in the world.

In the 33 years that Jerusalem has been the united capital of the State of Israel, the Israeli government has acted as guardian of the holy sites - respecting the rights of all religious groups and guaranteeing access for all - Christians, Jews and Muslims. Israel's record in this regard speaks for itself. It stands in sharp contrast to the situation that was created in 1948 at the time of Israel's founding, when Jerusalem was forcibly divided as a result of the invasion of Arab armies. From 1948-1967, Jews, Israeli Arabs both Christians and Muslims were denied access to holy sites. Religious persecution led to desecration and destruction. This must never be allowed to reoccur. We believe that Israel has upheld its moral and ethical obligations to the people of the world and has earned the right to retain sovereignty over all of Jerusalem, according to the present boundaries. Moreover, we believe that Israel's decision, as a free and democratic nation, to designate a united and undivided Jerusalem as its capital, should be respected and recognized by the entire international community.

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Myths of the I
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About **us**

Jerusalem Must Not Be Divided: Today Silence is Acquiesence

One Jerusalem brings together an international coalition of deeply concerned citizens feeling that they must re the danger that Jerusalem could again be divided. The organization was born as a result of the failed Camp D summit, where for the first time since 1967, the re-division of Jerusalem was seriously proposed and consider highest diplomatic levels. The One Jerusalem petition brings together Jews and non-Jews , Israelis, Americar Europeans, and even Middle Easterners who urgently feel a new international effort on behalf of Jerusalem m begin.

One Jerusalem is a non-partisan effort. It will sponsor an international information campaign. The purpose of t Jerusalem Campaign will be to make clear to the international community that there is an overwhelming majo opinion in key nations that oppose re-dividing Jerusalem.

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News

- Myths of the Middle East - An Arab View by Joseph Farah
- Palestinian Sermon - Would you want this "religious leader" sermonizing on the Temple Mount in Jerusalem?
- Attacks on Jewish holy sites
- A Christian view from Jerusalem
- Arafat states;"Our people [are] continuing the road to Jerusalem the capital of independent Palestin
- Eye-witness report on the lynching of two Israeli reservists in Ramallah
- Whose Jerusalem? By Daniel Pipes
- Letter from the Mayor of Jerusalem.
- Just when you thought that Jerusalem was safe.
- Terror Trap by Dividing Jerusalem - General says.
- "No Agreement Better than a Bad One"- Morris Amitay.
- William Safire on Jerusalem.
- Keeping Jerusalem Safe For All Religions - John Downing.
- The Palestinian Provocation - Amb. Dore Gold

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Archives

- Jerusalem in International Diplomacy - Amb. Dore Gold
- Dividing Jerusalem -- A sterile Academic Exercise by Prof. Gerald M. Steinberg.
- A 19th Century Jewish Majority in Jerusalem--Extract from Martin Gilbert
- An Israeli Jerusalem -- not a shared Jerusalem - Amb. Dore Gold
- Jerusalem under Jordanian Rule - M.Gilbert
- Some Facts About Jerusalem - Moshe Kohn
- A Letter to the World from Jerusalem - Eliezer Ben Yisrael
- Partitioning Jerusalem Would Be a Historic Blunder - Moshe Zak
- Karl Marx and Jerusalem - Shlomo Avineri
- Auschwitz and Jerusalem: Reflections on Yom Kippur - Emil L. Fackenheim
- Sharon on the Temple Mount (Article 2) Trouble on the Temple Mount
- An American Gentile favours Jewish control of Jerusalem - Joseph Monte
- Sharon on the Temple Mount.(Article 1) Unrest part of PLO scheme - David Wurmser.
- Olmert slams Indyk's remarks on sharing Jerusalem - Chani Cohen.
- Barak finally gets it - Eric Fettman.
- Leah Rabin: Barak not heir to Yitzhak's legacy.

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Founders Committee of One Jerusalem

- Natan Sharansky M.K.
- Tom Rose
- Michael Siegal
- David P. Steinmann
- Rabbi Chaskel Besser
- Nancy Montgomery
- David Horowitz
- Prof.Emil L. Fackenheim
- Jackie Mason
- Ron Silver
- David Bar-Illan
- Ambassador Dore Gold
- Yehiel Leiter
- Douglas Feith
- Professor Eli Pollack
- Jean Kahn

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Contact us

For further information, please e-mail us:

admin@onejerusalem.org

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One Jerusalem
:30 TV
"From the Cradle"
DRAFT 4

VISUAL	AUDIO
Photo of forlorn young Palestinian boy, leaning against wall covered in Hamas slogans	No child is born with hate. It must be taught.
Photo of cute kid in "bomber" costume with fake submachine gun and explosives	Palestinians rally with a little boy "suicide bomber" draped in mock explosives,
Footage of little girl singing from Palestinian TV	A girl learns songs of praise for the murder of Jews on Palestinian TV,
Photo a grinning Palestinian woman, AK-47 in one hand and an infant in the other	Killing taught from the cradle.
Young rock thrower	So the next time you see Palestinian youth throwing rocks
Even younger kid playing with machine gun	or playing terrorist,
Arafat with billboard and website	Remember who put the weapons in their hands and the hate in their hearts.